Fill in this information to identify the case:		
United States Bankruptcy	y Court for the:	
Case number (If known):	_ District of Nevada (State)	 Chapter <u>11</u>

## Official Form 201

## **Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1.	Debtor's name	0607792 B.C. Ltd.				
2.	All other names debtor used in the last 8 years	607792 British Columbi	a Ltd.			
	Include any assumed names,					
	trade names, and doing business as names					
3.	Debtor's federal Employer Identification Number (EIN)	N/A				
4.	Debtor's address	Principal place of business	. •	Mailing address, if di	fferent from p	rincipal place
		PO Box 10026, Pacific Ce				
		25th Floor, 700 W Georgi Number Street	Number Street			
		Vancouver, BC, Canada V	/7Y 1B3			
				P.O. Box		
		City State	ZIP Code	City	State	ZIP Code
				Location of principal principal place of bus	assets, if diffe	erent from
		County		Number Street		
				City	State	ZIP Code
	Dalta In Late (IDI)					
5.	Debtor's website (URL)					

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Debi	tor 607792 British Colum	nbia Ltd. Case number (if known)
6.	Type of debtor	<ul> <li>☑ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))</li> <li>☐ Partnership (excluding LLP)</li> <li>☐ Other. Specify:</li> </ul>
7.	Describe debtor's business	A. Check one:  Health Care Business (as defined in 11 U.S.C. § 101(27A))  Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  Railroad (as defined in 11 U.S.C. § 101(44))  Stockbroker (as defined in 11 U.S.C. § 101(53A))  Commodity Broker (as defined in 11 U.S.C. § 101(6))  Clearing Bank (as defined in 11 U.S.C. § 781(3))  None of the above
		<ul> <li>B. Check all that apply:</li> <li>☐ Tax-exempt entity (as described in 26 U.S.C. § 501)</li> <li>☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)</li> <li>☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))</li> </ul>
		NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <a href="http://www.uscourts.gov/four-digit-national-association-naics-codes">http://www.uscourts.gov/four-digit-national-association-naics-codes</a> .      1 2 2
8.	Under which chapter of the Bankruptcy Code is the debtor filing?  A debtor who is a "small business debtor" must check the first subbox. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.	Chapter 7  ☐ Chapter 9  ☐ Chapter 11. Check all that apply: ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B). ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
		<ul> <li>□ A plan is being filed with this petition.</li> <li>□ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</li> <li>□ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.</li> <li>□ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.</li> </ul>
		☐ Chapter 12

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Debtor 607792 British Columbia Ltd. Case number (if known)			_
	MM / DD / YY	YY	
District		When	
immediately preceding the da district.	te of this petition or for a longe	er part of such 180 days than in any other	t.
Why does the property  ☐ It poses or is alleged What is the hazard? ☐ It needs to be physic ☐ It includes perishable attention (for example assets or other option ☐ Other	to pose a threat of imminent a sally secured or protected from e goods or assets that could que, livestock, seasonal goods, rns).	(Check all that apply.) and identifiable hazard to public health or sa the weather. uickly deteriorate or lose value without meat, dairy, produce, or securities-related	afety.
☐ No	Number Street  City ?	State ZIP Code	
	□ No □ Yes. District □ No □ Yes. Debtor □ District □ Case number, if known □ Debtor has had its domicile, primmediately preceding the dardistrict. □ A bankruptcy case concerning □ No □ Yes. Answer below for each property □ It poses or is alleged what is the hazard? □ It needs to be physice □ It includes perishable attention (for example assets or other option □ Other □ Other □ Where is the property?  Is the property insured □ No □ Yes. Insurance agency Contact name	Yes. District   When   MM / DD / YY	No   Yes. District

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Debtor 60//92 British C	olumbia Ltd.	Case number (if know	m)
13. Debtor's estimation of available funds		for distribution to unsecured creditors. expenses are paid, no funds will be av	ailable for distribution to unsecured creditors.
14. Estimated number of creditors	☑ 1-49 □ 50-99 □ 100-199 □ 200-999	☐ 1,000-5,000 ☐ 5,001-10,000 ☐ 10,001-25,000	☐ 25,001-50,000 ☐ 50,001-100,000 ☐ More than 100,000
15. Estimated assets	□ \$0-\$50,000 □ \$50,001-\$100,000 □ \$100,001-\$500,000 □ \$500,001-\$1 million	\$1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 million \$100,000,001-\$500 million	\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion
16. Estimated liabilities	\$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million	□ \$1,000,001-\$10 million □ \$10,000,001-\$50 million □ \$50,000,001-\$100 million □ \$100,000,001-\$500 million	□ \$500,000,001-\$1 billion □ \$1,000,000,001-\$10 billion □ \$10,000,000,001-\$50 billion □ More than \$50 billion
Request for Relief, De	claration, and Signatures	3	
		atement in connection with a bankrupto 18 U.S.C. §§ 152, 1341, 1519, and 35	
17. Declaration and signature of authorized representative of debtor	The debtor requests rel petition.	ief in accordance with the chapter of titl	e 11, United States Code, specified in this
	I have been authorized	to file this petition on behalf of the debt	or.
	I have examined the inf correct.	ormation in this petition and have a rea	sonable belief that the information is true and
	I declare under penalty of p	erjury that the foregoing is true and cor	rect.
	Executed on 06/09/2	<del>YYYY </del>	gory J. Martin
	Signature of a thorized reportitle EVP & CFO		name

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18. Signature of attorney  Ryan J. Works  Signature of attorney for debtor  Ryan J. Works  Ryan J. Works	
Ryan J. Works	
Printed name McDonald Carano LLP Firm name 2300 West Sahara Avenue, Suite 1200	
Number Street Las Vegas NV 89102	
City State ZIP Code  (702) 873-4100 Contact phone rworks@mcdonaldca Email address	carano.com
9224  Bar number  State	

Debtor

0607792 B.C. Ltd.

Case number	(if known)	<u> </u>
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## Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

				Affiliate
Debtor	Nevada Copper Corp.		Relationship to you	Allilate
District	Nevada	When	Case number, if known	
Debtor	Nevada Copper, Inc.		Relationship to you	Affiliate
District	Nevada	When	Case number, if known	
Debtor	NC Farms LLC		Relationship to you	Affiliate
District	Nevada	When	Case number, if known	
Debtor	NC Ditch Company LLC		Relationship to you	Affiliate
District	Nevada	When	Case number, if known	
Debtor	Lion Iron Corp.		Relationship to you	Affiliate
District	Nevada	When	Case number, if known	

#### **SECRETARY'S CERTIFICATE**

(0607792 B.C. Ltd.)

**Date:** June 9, 2024

This Secretary's Certificate is furnished in connection with that certain meeting of the board of directors (the "Board") of 0607792 B.C. Ltd., a British Columbia corporation (the "Company"), held on June 9, 2024.

The undersigned, Clare Devincenzi, as Secretary of the Company, hereby certifies as follows:

- 1. She is the duly elected and acting Secretary of the Company and, as such, is authorized to execute and deliver this certificate for and on behalf of the Company.
- 2. A duly noticed meeting of the Board of the Company took place on Sunday, June 9, 2024, at 1:00 p.m. (prevailing Pacific Time) (the "Meeting")
- 3. A quorum was declared present at the Meeting, based on the presence of all of the members of the Board.
- 4. At the Meeting, the Board considered and adopted several resolutions authorizing that a voluntary chapter 11 bankruptcy petition be filed by the Company, seeking relief under the provisions of chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Nevada (the "Resolutions").
- 5. A true and accurate copy of the Resolutions adopted at the Meeting is attached hereto as **Exhibit 1**, and such resolutions have not been amended, modified, or rescinded and remain in full force and effect as of the date hereof.

I hereby verify that the foregoing and that the attached Resolutions are true and correct. EXECUTED as of the date first written above.

Name: Clare Devincenzi

Title: Secretary

## Exhibit 1

Resolutions

# RESOLUTION OF THE BOARD OF DIRECTORS OF

0607792 B.C. LTD.

June 9, 2024

WHEREAS the members of the board of directors (the "Board") of 0607792 B.C. Ltd., a company existing under the laws of the province of British Columbia (the "Company"), have determined, after due consideration and deliberation, that it is desirable and in the best interests of the Company, its creditors, and other interested parties that the Company file a petition seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

#### **CHAPTER 11 CASE**

**NOW, THEREFORE, BE IT RESOLVED** that the Company be, and hereby is, authorized and empowered to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Nevada (the "*Bankruptcy Court*") and to initiate recognition proceedings under the Companies' Creditors Arrangement Act in Canada to follow the chapter 11 case in the Bankruptcy Court.

**IT IS FURTHER RESOLVED** that each officer of the Company (each, an "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them individually hereby is, authorized, and in such capacity, acting alone or together, with power of delegation, in the name and on behalf of the Company, to execute and file a petition to commence a case and obtain relief under chapter 11 of the Bankruptcy Code (the case commenced as a result of such voluntary petition, the "Chapter 11 Case" and collectively, with the cases to be commenced by the Company's affiliates, the "Chapter 11 Cases"), and to cause such schedules, lists, applications, pleadings, and other motions, papers, agreements, consents, or documents to be filed, and take any and all actions that they deem necessary or proper, to obtain relief from the Bankruptcy Court, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's businesses.

IT IS FURTHER RESOLVED that each Authorized Officer be, and hereby is, authorized, empowered and directed to authorize or to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers in connection with the commencement of the Chapter 11 Case, and to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each Authorized Officer deems necessary, proper, or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case.

IT IS FURTHER RESOLVED that each Authorized Officer be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to perform the obligations of the Company under the Bankruptcy Code, including the obligations of the Company, in each case, as a debtor in possession, with all such actions to be performed in such manner, and all such certificates,

instruments, guaranties, notices and documents to be executed and delivered in such form, as the Authorized Officer performing or executing the same shall approve, and the performance or execution thereof by such Authorized Officer shall be conclusive evidence of the approval thereof by such Authorized Officer and by the Company.

#### RETENTION OF PROFESSIONALS

IT IS FURTHER RESOLVED that each of the Authorized Officers be, and hereby is, authorized and directed to employ or continue to employ the following firms (the "*Professionals*") to represent and assist the Company in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with their restructuring or recapitalization: the law firm of Allen Overy Shearman Sterling US LLP, as general bankruptcy counsel; the firm of AlixPartners LLP, as financial and restructuring advisor; the law firm of McDonald Carano LLP, as Nevada bankruptcy counsel; the law firm of Torys LLP, as special Canadian and corporate counsel; the firm of Moelis & Company LLC, as financial advisor and investment banker; and the firm of Epiq Corporate Restructuring, LLC, as notice and claims agent and administrative advisor; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of the Professionals.

#### **DIP FINANCING**

IT IS FURTHER RESOLVED that, in connection with the commencement of the Chapter 11 Cases and in the sound business judgment of the Board, it is advisable and in the best interests of the Company, its creditors, and other interested parties that the Company, along with its affiliates, obtain the debtor-in-possession financing contemplated by that certain Senior Secured Superpriority Debtor-In-Possession Credit Agreement, dated as of or about the date provided herein, by and among Nevada Copper, Inc., as Borrower, Nevada Copper Corp., the Company and each other subsidiary guarantor from time to time party thereto, as guarantors, U.S. Bank Trust Company, National Association, as Administrative Agent, and the lenders listed on Schedule A thereto (the "DIP Financing").

IT IS FURTHER RESOLVED that each of the Authorized Officers is authorized to take all actions necessary in connection with the DIP Financing, including, without limitation: (i) executing, delivering, and filing (as necessary), the credit agreement, guarantees, security agreements, and related ancillary documents, certificates, instruments and/or related term sheets, and with respect to each of the foregoing, any amendments, supplements, modifications, extensions, and renewals thereto (collectively, the "DIP Facility Documents"); (ii) executing, delivering or filing (as necessary) each other agreement, instrument or document to be executed, delivered, or filed (as necessary) in connection with the DIP Financing (collectively with the DIP Facility Documents, the "DIP Documents"), in the name and on behalf of the Company; (iii) granting liens on and security interests in any and all assets of the Company, and, as applicable, executing and delivering security agreements (and amendments, supplements, and/or modifications thereto, as appropriate) with respect to real property, personal property (including intellectual property) and any other property to evidence such liens; (iv) authorizing the filing and recording, as applicable, of financing statements, agreements, mortgages, or any other documents

evidencing or perfecting such liens or security interests and amendments to such financing statements, agreements, mortgages, or other documents; (v) executing and delivering deposit, securities and other account control agreements (and amendments, supplements and other modifications thereto, as appropriate); and (vi) performing the Company's obligations under the DIP Documents and taking any other actions, and paying all fees, taxes, and other expenses in connection with the foregoing.

#### **GENERAL**

IT IS FURTHER RESOLVED that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's reasonable discretion, as shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

IT IS FURTHER RESOLVED that any and all lawful acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Board.

IT IS FURTHER RESOLVED that the secretary and any other appropriate officer of the Company are, and each individually hereby is, authorized and empowered to certify and furnish such copies of these resolutions and such statements as to the incumbency of the Company's officers, as may be requested, and any person receiving such certified copy is and shall be authorized to rely upon the contents thereof.

IT IS FURTHER RESOLVED that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waives any right to have received such notice.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Fill in this information to identify the case:	
Debtor name 0607792 B.C. Ltd.	
United States Bankruptcy Court for the:	District of Nevada (State)
Case number (If known):	(oldio)

### Official Form 204

# Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	(for example, trade debts, bank loans, professional claim is contingent, unliquidated,	Amount of unsecured claim  If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.			
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	None.						
2							
3							
4							
5							
6							
7							
8							

12/15

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Debtor 607792 British Columbia Ltd. Case number (if known)\_\_\_\_

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	debts, bank loans, professional	Indicate if claim is contingent, unliquidated, or disputed	Amount of unse If the claim is full claim amount. If total claim amoun collateral or seto	ecured claim y unsecured, fill ir claim is partially s nt and deduction f ff to calculate uns	only unsecured ecured, fill in or value of ecured claim.
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						

Fill in this information to identify the case and this filing:						
Debtor Name 0607792 B.C. Ltd.						
United States Bankruptcy Court for the:	Nevada					
Case number (If known):	(-1117)					

#### Official Form 202

## **Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### **Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

	Schedule A/B: Assets–Real and Personal Property (Official Form 206A/B)			
	Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)			
	Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)			
	Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)			
	Schedule H: Codebtors (Official Form 206H)			
	Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)			
	Amended Schedule			
₫	Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)			
	Other document that requires a declaration_List of Equity Security Holders, Corporate Ownership Statement			
I declare under penalty of perjury that the foregoing is true and correct.  Executed on 06/09/2024				
	MM / DD / YYYY Signature of individual signing on behalf of debtor			
	Gregory J. Martin			
	Printed name			
	EVP & CFO			

Position or relationship to debtor

## UNITED STATES BANKRUPTCY COURT DISTRICT OF NEVADA

In re:	Case No.: [BK-24
0607792 B.C. LTD.	Chapter 11
Debtor.	Date: [] Time: []

## LIST OF EQUITY SECURITY HOLDERS PURSUANT TO FED. R. BANKR. P. 1007(a)(3)

0607792 B.C. Ltd. hereby submits, pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following list of equity security holders:

Name and address of interest holder	Percentage interest
Nevada Copper Corp. PO Box 10026, Pacific Centre South 25th Floor, 700 W Georgia Street Vancouver, BC Canada V7Y 1B3	100%

## UNITED STATES BANKRUPTCY COURT DISTRICT OF NEVADA

In re:	Case No.: [BK-24
0607792 B.C. Ltd.	Chapter 11
Debtor.	Date: [] Time: []

### **CORPORATE OWNERSHIP STATEMENT**

Pursuant to the Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1 and Local Rule 7007.1 of the Bankruptcy Court for the District of Nevada, 0607792 B.C. Ltd. (the "*Debtor*") certifies that the following parent corporation directly or indirectly owns 10% or more of any class of the Debtor's equity interests:

• Nevada Copper Corp.